

**Exhibit B**

**[Proposed] Order**

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et  
al.*

Debtors.<sup>1</sup>

PROMESA Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

AMBAC ASSURANCE CORPORATION

Movant,

v.

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO,

Respondent.

Case No. 17-BK-4780-LTS

**Re: ECF No. 7176**

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<sup>1</sup> The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

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THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO  
as representative of the COMMONWEALTH OF  
PUERTO RICO,

Cross-Movants,

v.

AMBAC ASSURANCE CORPORATION,

Cross-Respondents.

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**ORDER GRANTING URGENT MOTION  
OF THE FINANCIAL OVERSIGHT AND MANAGEMENT  
BOARD FOR ORDER PURSUANT TO FED. R. CIV. P. 12(b)(1)  
AND 12(b)(6) DISMISSING AMBAC ASSURANCE CORPORATION'S  
MOTION CONCERNING APPLICATION OF THE AUTOMATIC STAY  
TO THE REVENUES SECURING PRIFA RUM TAX BONDS [ECF NO. 7176]**

Upon the Financial Oversight and Management Board's motion for an order dismissing the Stay Motion [ECF No. 7176] (the "Motion to Dismiss");<sup>2</sup> and the Court having found it has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA; and it appearing venue in this district is proper pursuant to section 307(a) of PROMESA; and the Court having found the Debtor provided adequate and appropriate notice of the Motion to Dismiss; and the Court having reviewed the Motion to Dismiss and heard the statements of counsel in support of the Motion to Dismiss; and any objections to the relief requested herein having been withdrawn or overruled; and upon the record herein, after due deliberation thereon, the Court having found that good and sufficient cause exists for granting the relief set forth herein,

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion to Dismiss.

**IT IS HEREBY ORDERED THAT:**

1. Bankruptcy Rule 7012 shall apply to the Stay Motion;
2. The Motion to Dismiss is granted; and
3. The Stay Motion is dismissed with prejudice.

Dated: \_\_\_\_\_, 2019

\_\_\_\_\_  
Swain

The Honorable Laura Taylor  
United States District Judge